1410374

FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL									
OMB Number:	3235-0076								
Expires:	May 31, 2005								
Estimated average b	urden								
hours per response	1								

SEC USE ONLY								
Prefix Serial								
L								
DATE RE	CEIVED							

Name of Offering (check if this is an ar	nendment and name	has changed, and indic	ate change.)				
Plano 1031 Limited Partnership						<u> </u>	
Filing Under (Check box(es) that apply):	Rule 504	Rule 505	⊠ Rule 5	506 🔲 Se	ection 4(6)	VLOE	
Type of Filing: New Filing .	Amendment				Militar		
	A. BA	SIC IDENTIFICATI	ON DATA		ZCZ HE	CEIVED	
1. Enter the information requested about the	ne issuer					13	
Name of Issuer (check if this is an arr	endment and name h	as changed, and indic	ate change.)		SEP	8 2007	
Plano 1031 Limited Partnership					201.	0 2001	>
Address of Executive Offices	(Number and Stree	t, City, State, Zip Cod	e)	Telephone Numb	Sel Including	Area Code	
2901 Butterfield Road, Oak Brook	, Illinois 60523			(630) 218-	19 160), 2	09 (6)	
Address of Principal Business Operations	(Number and Stree	t, City, State, Zip Cod	e)	Telephone Numb	er (Including	Area (26de)	
(if different from Executive Offices)					7	' /	
						notes -	
Brief Description of Business					• •	ACESSE[)
The acquisition and sale of undivi	ded tenant in comn	non interests in real	property.		CI	TD 0	_
					<i></i>	P 2 4 2007	
Type of Business Organization				other (please	TL	1000-	
☐ corporation		ship, already formed		other (please	specify):	IONISON	
business trust	☐ limited partner	ship, to be formed				VANCIA	
	r	Month	Year				
Actual or Estimated Date of Incorporation	or Organization:	0 1	0 7	🛛 Actual	Estimated	l	
Jurisdiction of Incorporation or Organization	on: (Enter two-letter	U.S. Postal Service a	bbreviation fo	or State:			
	CN for Canada:	FN for other foreign j	urisdiction)	DE			
				-			_

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer: · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. ☐ Director ☑ Promoter Beneficial Owner ☐ Executive Officer General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Inland Real Estate Exchange Corporation Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 □ Executive Officer □ Director □ General and/or Check Box(es) that Apply: ☐ Promoter ■ Beneficial Owner Managing Partner Full Name (Last name first, if individual) Plano 1031 G.P., L.L.C. Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 □ Promoter ☐ Beneficial Owner □ Director ☐ General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Guiral, Brenda G. • Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Check Box(es) that Apply: □ Promoter Managing Partner Full Name (Last name first, if individual) Goodwin, Daniel L. • Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Parks, Robert D. ◆ Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Matlin, Roberta S. ◆ Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner □ Executive Officer ☐ General and/or Managing Partner Full Name (Last name first, if individual) DelRosso, Patricia A. • Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523

◆ Name of the executive officer or director of Inland Real Estate Exchange Corporation, the sole member of Plano 1031 G.P., L.L.C., the general partner of the issuer.

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and · Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Wang, Cathy Z. ◆ Business or Residence Address (Number and Street, City, State, Zip Code) 2901 Butterfield Road, Oak Brook, Illinois 60523 Check Box(es) that Apply: □ Promoter ■ Beneficial Owner ■ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: □ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ General and/or Check Box(es) that Apply: □ Promoter Beneficial Owner ☐ Executive Officer □ Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

♦ Name of the executive officer or director of Inland Real Estate Exchange Corporation, the sole member of Plano 1031 G.P., L.L.C., the general partner of the issuer.

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		B. INFORMATION ABOUT OFFERING												
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											<u>.</u>	Vec	No	
Answer also in Appendix. Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?	1 Has	the issuer s	old or doe	s the issue	r intend to	sell to non	-accredited	l investors	in this offe	rine?				
2. What is the minimum investment that will be accepted from any individual? Yes No 3. Does the offering permit joint ownership of a single unit?	1. 1143	010 155001 5	ora, or acc									_		
3. Does the offering permit joint ownership of a single unit?									-			_		
3. Does the offering permit joint ownership of a single unit?	2. Wha	t is the mir	iimum inve	estment tha	t will be ac	cepted from	m any indi	vidual?	••••••			\$	467,338*	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a Protect or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Lynch, William Business or Residence Address (Number and Street, City, State, Zip Code) Fifty Front Street, Morgan Keegan Tower, Memphis, TN 38103 Name of Associated Broker or Dealer Morgan Keegan & Co., Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [IA] [KS] [KY] [IA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] MIT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Vincent Gianatasio Business or Residence Address (Number and Street, City, State, Zip Code) One Lincoln Center, 110 W. Payette Sx., 5 th Floor, Syracuse, NY 13202 Name of Associated Broker or Dealer Cadaret Grant & Company States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual) Fisher, Peggy Business or Residence Address (Number and Street, City, State, Zip Code) One Beacon Street, 22 nd Floor, Boston, MA 02108 Name of Associated Broker or Dealer LinscoPirate Ledger Clast in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													No	
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer rejistered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Lynch, William Business or Residence Address (Number and Street, City, State, Zip Code) Fifty Front Street, Morgan Keegan Tower, Memphis, TN 38103 Name of Associated Broker or Dealer Morgan Keegan & Co., Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.			•••••			\boxtimes		
Lynch, William	commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.										es in the the SEC sted are			
Business or Residence Address (Number and Street, City, State, Zip Code) Fifty Front Street, Morgan Keegan Tower, Memphis, TN 38103 Name of Associated Broker or Dealer Morgan Keegan & Co., Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		-		f individua	1)									
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MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR FUII Name (Last name first, if individual)	[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
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Full Name (Last name first, if individual) Vincent Gianatasio Business or Residence Address (Number and Street, City, State, Zip Code) One Lincoln Center, 110 W. Fayette St., 5 th Floor, Syracuse, NY 13202 Name of Associated Broker or Dealer Cadaret Grant & Company States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)														
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

B. INFORMATION ABOUT OFFERING												
											Yes	No
1. Has	the issuer s	sold, or doe	s the issue	r intend to	sell, to non	-accredited	l investors	in this offe	ring?	• • • • • • • • • • • • • • • • • • • •		\boxtimes
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	OE.			
2. Wha	at is the min	nimum inve	estment tha	t will be ac	cepted from	m any indi	vidual?			····	\$	467,338*
											Yes	No
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.							
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
	me (Last n knese, Er		f individua	1)								
	Business or Residence Address (Number and Street, City, State, Zip Code) 950 Milwaukee Avenue, Ste. 102, Glenview, IL 60025											
				2, Glenvie	ew, IL 600)25						
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												
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	n Which Po	 	d Has Solic	ited or Inte	ends to Sol	icit Purcha	sers					
(Ch	eck "All St	ates" or ch	eck individ	ual States)						••••	🗌 A	II States
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	of Associate		-									·
	Invest Financial Corporation											
	n Which Pe eck "All St							••••••			🔲 A	ll States
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	TION ABO	OUT OFFE	RING					
-											Yes	No	
1. Has	the issuer s	old, or doc	s the issue	r intend to	sell, to non	-accredited	investors	in this offe	ring?			\boxtimes	
			Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	.OE.				
2. Wha	at is the mir	nimum inve	estment tha	t will be ac	cepted from	m any indi	vidual?				. <u>\$</u>	467,338*	
											Yes	No	
3. Doe	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.		•••••				. 🛛		
com offe and/	er the informission or ring. If a poor with a stated pers	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pur d person or broker or	chasers in agent of a dealer. If n	connection broker or o nore than fi	with sales lealer regis ve (5) pers	of securition tered with ons to be li	the SEC sted are			
	me (Last n tzsche, Ac		f individua	1)									
	ss or Reside		ess (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)						
On	One Beacon Street, 22 nd Floor, Boston, MA 02108												
	of Associate												
Linsco/Private Ledger Corp. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
(Check "All States" or check individual States)											Ali States		
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	me (Last n pale, Arthi		f individua	1)									
	ss or Reside 51 Park Re		-		t, City, Sta	te, Zip Coo	ie)						
Name o	f Associate	d Broker o	or Dealer										
	ma Financi												
	n Which Pe eck "All St										🗆 A	Il States	
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

-	· · · · · ·			В.	INFORM/	ATION ABO	OUT OFFE	RING					
1. Has	the issuer	sold, or doe			sell, to non						Yes	No	
2. Wh	at is the mi	nimum inve	estment tha	t will be ac	ccepted fro	m any indi	viduat?				\$	467,338*	
3 Doe	es the offeri	no nermit i	oint owner	shin of a si	nole unit?						Yes	No	
4. Ente com offe and		nation requesimilar renerson to be	nested for enuneration is listed is an es, list the re	each person for solicitan associated	who has b tion of pur d person or broker or	een or will chasers in agent of a dealer. If n	be paid or connection broker or on nore than fi	given, dire with sales dealer regis ive (5) pers	ectly or ind of securities stered with ons to be li	irectly, any es in the the SEC sted are			
	Full Name (Last name first, if individual) Chaput, Grant & Toe Techar												
	ss or Resid				-	_	de)						
	5 Fifth Av			1inneapol	is, MN 55	401				_			
	of Associate pitalQuest !		or Dealer										
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											All States		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	[ID]	
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]		[WY]	[PR] 	
	ime (Last n ifka, Paul	ame first, i	f individua	1)									
	ss or Reside						de)						
Name o	of Associate	ed Broker o	or Dealer	•						•			
States i	n Which Pe	erson Liste	d Has Solic								П А	II States	
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	ume (Last n , Gene &	,		1)									
	ss or Reside Beacon		,			te, Zip Co	de)						
Name o	Name of Associated Broker or Dealer												
	sco/Private	<u>-</u>											
	n Which Pe eck "All St							·····	• • • • • • • • • • • • • • • • • • • •	•••••••	All States		
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[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	(NM) (UT)	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [W!]	[OR] [WY]	[PA] [PR]	

^{*} A smaller amount may be accepted by the company, in its sole discretion.

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?					В.	INFORMA	ATION ABO	OUT OFFE	RING				
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? Yes No Does the offering permit joint ownership of a single unit? Letter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	•												
2. What is the minimum investment that will be accepted from any individual? Yes No 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	l investors	in this offe	ring?			\boxtimes
Yes No 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.				Α	nswer also	in Append	lix, Colum	n 2, if filin	g under UL	.OE.			
 Does the offering permit joint ownership of a single unit?	2. Wha	nt is the mir	imum inve	stment tha	t will be ac	cepted from	m any indi	vidual?				. <u>\$</u>	467,338*
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												Yes	No
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.	3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.							
Full Name (Last name first, if individual)	com: offer and/	mission or ring. If a pe or with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	tion of pure d person or broker or	chasers in a agent of a dealer. If n	connection broker or o nore than fi	with sales lealer regis ve (5) pers	of securition tered with ons to be li	es in the the SEC sted are		
Califano, Philip		•		f individua	l)								
Business or Residence Address (Number and Street, City, State, Zip Code)	Busines	ss or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)			-		
2800 N. Central Avenue, Ste. 2100, Phoenix, AZ 85004	280	00 N. Cent	ral Avent	ie, Ste. 21	00, Phoer	nix, AZ 85	5004						
Name of Associated Broker or Dealer AIG Financial Advisory, Inc.													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers					rited or Inte	ends to Sol	icit Purcha	CATC		-			
(Check "All States" or check individual States)													
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Full Name (Last name first, if individual)								. ,					
Chapman, Charles E.													
Business or Residence Address (Number and Street, City, State, Zip Code) 8620 W. 110 th Street, Ste. 200, Overland Park, KS 66210								de)					
Name of Associated Broker or Dealer				or Dealer		<u> </u>							
VSR Financial Services States in Which Person Listed Has Solicited or Intends to Solicit Purchasers				d Has Solie	sited or Inte	ende to Sal	icit Purcha	carc					
(Check "All States" or check individual States)												🗌 А	II States
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						נטון	[41]	[VA]	IMAJ		- 	[[1 1 1]	
Full Name (Last name first, if individual) Smith, Robert S.				f individua									
Business or Residence Address (Number and Street, City, State, Zip Code) 555 S. Renton Village Place, Ste. 700, Renton, WA 98055						-	•	de)					
Name of Associated Broker or Dealer													
Pacific West Financial Group													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												🗀 А	II States
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^{*} A smaller amount may be accepted by the company, in its sole discretion.

				В.	INFORMA	ATION ABO	OUT OFFE	RING				
											Yes	No
1. Has	the issuer s	old, or doe	s the issue	r intend to	sell, to non	-accredited	linvestors	in this offe	ring?			\boxtimes
			Α	nswer also	in Append	ix, Colum	n 2, if filin	g under UL	OE.			
2 11/15-								_			¢	467 220±
2. wna	it is the mir	iimum inve	estment tha	t will be ac	cepted from	m any indi	viduai?	**************	**************		<u> </u>	467,338*
											Yes	No
3. Does	s the offeri	ng permit j	oint owner	ship of a si	ngle unit?.							
comi offer and/	mission or ring. If a p or with a st	similar ren erson to be ate or state	nuneration listed is ares, list the n	for solicita associated ame of the	who has b tion of pur d person or broker or ou may set	chasers in agent of a dealer. If n	connection broker or o nore than fi	with sales lealer regis ve (5) pers	of securition tered with ons to be li	the SEC sted are		
Full Na	me (Last n	ame first, i	f individua	1)								
	use Accou											
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	of Associate and Real Es			ration								
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)			•					
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer							• 11-		
					ends to Sol	icit Purcha						
(Che	eck "All St	ates" or ch								••••••		
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	(MD) (NC)	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	(MO) (PA)
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	me (Last n											
Busines	ss or Resido	ence Addre	ss (Numbe	r and Stree	t, City, Sta	ite, Zip Co	de)					
Name o	of Associate	ed Broker o	or Dealer									
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[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[ОН]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

^{*} A smaller amount may be accepted by the company, in its sole discretion.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged Aggregate

	Type of Security		Aggreg ffering		Α	mount Already Sold
	Debt	\$	-0-		\$	-0-
	Equity	\$	-0-		\$	-0-
	☐ Common ☐ Preferred					
	Convertible Securities (including warrants)	\$	-0-		\$	-0-
	Partnership Interests.		-0-		\$	-0-
	Other (Specify <u>Undivided fractional interests in real estate</u>)		15,889	500	-	11,134,942.80
	Total		15,889		_	11,134,942.80
	Answer also in Appendix, Column 3, if filing under ULOE.	4	15,005	,500	4	11,154,542.00
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Numb Investe			Aggregate Pollar Amount of Purchases
	Accredited Investors	_	18		\$	11,134,942.80
	Non-accredited Investors	_	-0-		\$	-0-
	Total (for filings under Rule 504 only)				\$	
	Answer also in Appendix, Column 4, if filing under ULOE.					
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part $C-$ Question 1.		Type	o f	г	Pollar Amount
	Type of Offering		Securi		L	Sold
	Rule 505				\$	
	Regulation A				\$	
	Rule 504				\$	
	Total				\$	
4. a	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	_				
	Transfer Agent's Fees			. 🛛	\$	-0-
	Printing and Engraving Costs			. 🛛	\$	-0-
	Legal Fees			. 🛛	\$	118,000
	Accounting Fees			. 🛛	\$	-0-
	Engineering Fees	•••••		. 🛛	\$	-0-
	Sales Commission (specify finders' fees separately)			. 🛛	\$	963,000
	Other Expenses (identify) Marketing			. 🛛	\$	160,500
	Total			ΙZΊ	c	1 241 500

	C. OFFERING PRICE	E, NUMBER OF INVESTORS, EXPENSES AND USE O	F PROCEEDS						
b.	and total expenses furnished in response	ate offering price given in response to Part C – Questice to Part C – Question 4.a. This difference is the "adjus"	ted	\$ 14,648,000					
5.	each of the purposes shown. If the amou	ed proceeds to the issuer used or proposed to be used for any purpose is not known, furnish an estimate at The total of the payments listed must equal the adjuster response to Part C – Question 4.b above.	nd						
			Payments to Officers, Directors & Affiliates	Payments To Others					
	Salaries and fees	[3 <u>s</u>	<u> </u>					
	Purchase of real estate		<u>\$</u>	\$ 14,098,861					
	Purchase, rental or leasing and insta	llation of machinery and equipment] <u>\$</u>	□ <u>\$</u>					
	Construction or leasing of plant buil	dings and facilities] <u>s</u>	□ <u>\$</u>					
	offering that may be used in exchan	luding the value of securities involved in this ge for the assets or securities of another issuer] \$	<u> </u>					
	Repayment of indebtedness] s	□ <u>\$</u>					
	Working capital			□ \$					
	Other (specify): Acquisition Fee, C	D&O Expenses, Closing Costs	\$ 188,139	\$ 361,000					
	Column Totals		\$ 188,139	⊠ \$14,459,861					
	Total Payments Listed (column total	ls added)	⊠ <u>\$</u>	14,648,000					
		D. FEDERAL SIGNATURE							
foll	owing signature constitutes an undertakin	igned by the undersigned duly authorized person. If the group by the issuer to furnish to the U.S. Securities and Exby the issuer to any non-accredited investor pursuant to	change Commissi	on, upon written					
İssu	er (Print or Type)	Signature	Date						
Pla	no 1031 Limited Partnership	Pateicia a. Celhosso	9/14/	07					
Var	ne of Signer (Print or Type)	Title of Signer (Print or Type)							
Pati	ricia A. DelRosso		Inland Real Estate Exchange Corporation, the sole member of Plano 1031 C., the general partner of Plano 1031 Limited Partnership						

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠
See Appendix, Column 5, for state response.		
. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is fi Form D (17 CFR 239.500) at such times as required by state law.	led, a noti	ce on
The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, informatio issuer to offerees.	n furnishe	ed by the
The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claimi of this exemption has the burden of establishing that these conditions have been satisfied.		
e issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed of dersigned duly authorized person.	n its beha	ilf by the

Issuer (Print or Type)	Signature	Date					
Plano 1031 Limited Partnership	Patricia a. Cellosso	9/14/07					
Name (Print or Type)	Title (Print or Type)						
Patricia A. DelRosso	President, Inland Real Estate Exchange Corporation, L.L.C., the general partner of Plano 1031 Limited Pa	nland Real Estate Exchange Corporation, the sole member of Plano 1031 G.P., general partner of Plano 1031 Limited Partnership					

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

t	2	2	3			4		:	5
	to non-a	s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		⊠	Undivided fractional interests in real estate \$15,889,500	4	\$ 1,730,088.24	-0-	-0-		⊠
со		×	Undivided fractional interests in real estate \$15,889,500	1	\$ 467,338	-0-	-0-		⊠
СТ		Ø	Undivided fractional interests in real estate \$15,889,500	1	\$ 582,230.33	-0-	-0-		Ճ
DE									
DC									
FL		Ø	Undivided fractional interests in real estate \$15,889,500	3	\$ 735,586.71	-0-	-0-		⊠
GA		⊠	Undivided fractional interests in real estate \$15,889,500	I	\$ 3,083,199.52	-0-	-0-		⊠
НІ									
ID					-				
IL		⊠	Undivided fractional interests in real estate \$15,889,500	1	\$ 160,000	-0-	-0-		⊠
IN			_						
IA									
KS									
KY									
LA									
МЕ									

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
MD										
MA										
MI										
MN		⊠	Undivided fractional interests in real estate \$15,889,500	1	\$ 301,000	-0-	-0-		⊠	
MS										
МО										
MT										
NE			"		·					
NV					11.1					
NH										
NJ		⊠	Undivided fractional interests in real estate \$15,889,500	l	\$ 1,000,000	-0-	-0-		Ø	
NM										
NY		Ø	Undivided fractional interests in real estate \$15,889,500	1	\$ 350,000	-0-	-0-		⊠	
NC							· 			
ND										
ОН							—		· 🗆	
ок										
OR			Undivided fractional interests in real estate \$15,889,500	1	\$ 900,000	-0-	-0-		Ø	
PA										
RI										
SC										
SD										
TN										

APPENDIX

1	2 3				4		Disqual	5 ification		
	Type of security						under State ULOE			
		to sell	and aggregate						(if yes, attach	
	l	ccredited	offering price	Type of investor and amount purchased in State					explanation of	
		s in State	offered in state		waiver granted)					
	(Part B	Item 1)	(Part C-Item 1)		(Part E-Item 1)					
				Number of		Number of				
				Accredited		Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
тх		Ø	Undivided fractional interests in real estate \$15,889,500	1	\$ 1,050,000	-0-	-0-		Ճ	
UT		⊠	Undivided fractional interests in real estate \$15,889,500	1	\$ 405,000	-0-	-0-		⊠	
VT										
VA										
WA										
wv										
WI		×	Undivided fractional interests in real estate \$15,889,500	1	\$ 370,000	-0-	-0-		⊠	
WY										
PR										

